



BellSouth Telecommunications, Inc.
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Nashville, TN 37201-3300

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REC'D TN
REGULATORY AUTH.

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Guy M. Hicks
General Counsel

OFFICE OF THE
EXECUTIVE SECRETARY
February 20, 2001

615 214 6301
Fax 615 214 7406

VIA HAND DELIVERY

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Southern Telemanagement Group, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~00-01062~~
01-00159

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Southern Telemanagement Group, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Keith English, Southern Telemanagement Group, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Southern Telemanagement Group, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~00-01062~~ — 01-00159

PETITION FOR APPROVAL OF AMENDMENT TO
THE RESALE AGREEMENT NEGOTIATED BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND SOUTHERN TELEMAGEMENT GROUP, INC.
PURSUANT TO THE
TELECOMMUNICATIONS ACT OF 1996

COME NOW, Southern Telemanagement Group, Inc. ("Southern Telemanagement") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Resale Agreement dated August 16, 2000 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Southern Telemanagement and BellSouth state the following:

1. Southern Telemanagement and BellSouth have successfully negotiated an agreement providing for the resale of BellSouth's telecommunications services to Southern Telemanagement. The Resale Agreement was approved by the Tennessee Regulatory Authority ("TRA") on February 6, 2001.

2. The parties have recently negotiated an amendment to the Resale Agreement which changes the name of the company from Southern Telemanagement Group, Inc. to Vision Prepaid Services, Inc. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Southern Telemanagement and BellSouth are submitting their Amendment to the TRA for its consideration and approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between Southern Telemanagement and BellSouth within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Southern Telemanagement and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Southern Telemanagement and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 20th day of Feb, 2001.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

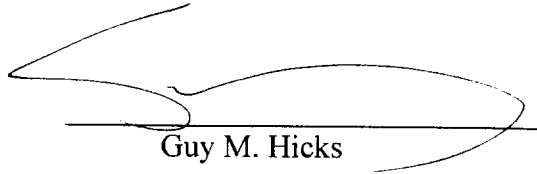
By: _____

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Resale Agreement on the following via United States Mail on the 28th day of Feb., 2001:

Keith English
Southern Telemanagement Group, Inc.
1101 Gulf Breeze Parkway
#109
Gulf Breeze, FL 32561


Guy M. Hicks

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
SOUTHERN TELEMAGEMENT GROUP, INC. AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED AUGUST 16, 2000**

Pursuant to this Agreement, (the "Amendment") Southern Telemanagement Group, Inc. and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Resale Agreement between the Parties dated August 16, 2000 ("Resale Agreement").

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Southern Telemanagement Group, Inc. has changed the name of said business to Vision Prepaid Services, Inc., a corporation.
2. All of the other provisions of the Resale Agreement dated August 16, 2000 shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Vision Prepaid Services, Inc.

By: KEITH ENGLISH

Name: KEITH ENGLISH

Title: PRESIDENT

Date: 11/17/00

BellSouth Telecommunications, Inc.

By: PATRON C. FIVON

Name: PATRON C. FIVON

Title: MANAGING DIRECTOR

Date: 11/21/00